



**KHAITAN
& CO LLP**
Advocates since 1911

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20 November 2020

To

The Board of Directors

Pricol Limited

109, Race Course
Coimbatore, Tamil Nadu – 641 018
India

Dear Ma'am/Sir

Re: Proposed rights issue of equity shares ("Equity Shares") by Pricol Limited ("Company", and such issuance, the "Issue")

We hereby consent to act as the legal counsel to the Issue and consent to our name being inserted as the 'legal counsel to the Issue' in the Letter of Offer which the Company intends to file with the Securities and Exchange Board of India ("SEBI") and BSE Limited and National Stock Exchange of India Limited (the "Stock Exchanges").

We authorize you to deliver this letter of consent to SEBI or the Stock Exchanges or any other regulatory or statutory authority as required by law in connection with the Issue and in accordance with applicable law.

The following details with respect to us may be disclosed:

Khaitan & Co

Max Towers
7th & 8th Floors
Sector 16B, Noida
Gautam Buddha Nagar – 201 301
Uttar Pradesh, India
Telephone: +91 11 (120) 479 1000

All capitalized terms not defined herein would have the same meaning as attributed to it in the Letter of Offer.

Yours faithfully

For Khaitan & Co LLP



Gautham Srinivas
Partner



**KHAITAN
&CO LLP**

Advocates since 1911

CC:

Centrum Capital Limited

Centrum House

CST Road, Vidyanagari Marg

Kalina, Santacruz (East)

Mumbai – 400 098, Maharashtra

India

November 19, 2020

Pricol Limited
109, Race Course
Coimbatore
Tamil Nadu – 641 018
India

Ladies and Gentlemen:

Re: Proposed issue of equity shares on right basis (“Rights Issue”) by Pricol Limited (“Company”)

We, the undersigned, hereby consent to act as the Special Purpose International Legal Counsel to the Lead Manager and consent to our name being inserted as Special Purpose International Legal Counsel to the Lead Manager in the letter of offer (“**Letter of Offer**”), which the Company intends to file with the Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited (collectively, the “**Stock Exchanges**”).

We hereby authorise you to deliver a copy of this letter of consent to the Stock Exchanges and any other regulatory authority, as may be required under applicable law.

The following details with respect to us may be disclosed:

Squire Patton Boggs Singapore LLP
1 Marina Boulevard
#21-01 One Marina Boulevard
Singapore 018989
Republic of Singapore
Telephone No.: +65 6922 8668

Very truly yours,



Squire Patton Boggs Singapore LLP